

PPL Corp
Form 4
April 24, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPENCE WILLIAM H

(Last) (First) (Middle)
TWO N. NINTH STREET

(Street)

ALLENTOWN, PA 18101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PPL Corp [PPL]

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/22/2013 | | M ⁽¹⁾ | | 114,320 | A | \$ 25.74 |
| | | | | | | | 132,482.226 ⁽²⁾ |
| Common Stock | 04/22/2013 | | S ⁽¹⁾ | | 126,655 | D | \$ 32.4335 |
| | | | | | | | 5,827.226 ⁽²⁾ |
| Common Stock | | | | | | | 97.367 ⁽²⁾ |
| | | | | | | I | Held in trust pursuant to the Employee Stock Ownership |

| | | | |
|--------------|--------|---|--|
| Common Stock | 12,824 | I | Plan. Held in trust for benefit of Mr. Spence's wife. |
|--------------|--------|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|---|----------------------------|
| | | | | | Acquired (A) | Disposed of (D) | | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 25.74 | 04/22/2013 | | M ⁽¹⁾ | | 114,320 | <u>(5)</u> | <u>(5)</u> | Common Stock 114,320 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPENCE WILLIAM H TWO N. NINTH STREET ALLENTOWN, PA 18101 | | | Chairman, President and CEO | |

Signatures

/s/Frederick C. Paine, as Attorney-In-Fact for William H. Spence
04/24/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 4 report reflects the exercise of 114,320 stock options and sale of underlying shares and the sale of 12,335 previously vested restricted stock units pursuant to a 10b5-1 plan dated March 19, 2013.

(2) Total includes the reinvestment of dividends.

(3) Represents the weighted average sales price for price increments ranging from \$32.33 to \$32.58.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(5) Represents the exercise of 114,320 stocks options from a total grant of 171,480 options. There are 57,160 options remaining from the grant that vest on January 27, 2014 and expire on January 26, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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